



Mr Adrian Smythe
Manager – Listings Compliance
ASX Compliance
Exchange Centre
20 Bridge Street
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5 April 2019

Ricegrowers Limited – Pre-Quotation Disclosure

Ricegrowers Limited ACN 007 481 156 (**Company**) is required to provide the following information to ASX Limited (**ASX**) for release to the market, in connection with an application for admission of the Company to the official list of ASX (**Official List**), official quotation of the Company's B Class Shares and the commencement of trading of the B Class Shares on ASX.

Capitalised terms which have been otherwise defined in this document have the meaning to them in the Information Memorandum lodged by the Company with ASX on 1 March 2019 (**Information Memorandum**).

1. **Statement under ASX Listing Rule 1.2.6:** All of the directors of the Company have confirmed that they have made enquiries and nothing has come to their attention to suggest that the Company is not continuing to earn profit from continuing operations, up to the date of the Company's application for admission to the Official List.
2. **Waiver from Listing Rule 10.1:** ASX has granted a waiver to the Company from Listing Rule 10.1 to the extent necessary to permit the Company to acquire rice in the form that is harvested, prior to any milling (**Paddy**) from related parties in accordance with the Company's Paddy Pricing Policy, without shareholder approval, on the following conditions:
 - a. Paddy is acquired from related party growers on identical terms as Paddy acquired from arm's length growers;
 - b. the Company includes in each annual report a summary of the Paddy acquired from related parties and a statement that the Paddy was acquired on identical terms as Paddy acquired from arm's length terms; and
 - c. the waiver is disclosed to the market by the Company as pre-quotation disclosure.

Yours sincerely

A handwritten signature in black ink, appearing to read "Laurie", is written over a horizontal line.

Mr Laurie Arthur
Chairman
Ricegrowers Limited